

GODAVARI BIOREFINERIES LIMITED

(CIN: U67120MH1956PLC009707)

Registered Office: Somaiya Bhavan, 45/47, Mahatma Gandhi Road, Fort, Mumbai – 400 001.

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NOTICE

Notice is hereby given that the Sixty- Eighth (68th) Annual General Meeting (“AGM”) of the Members of the Godavari Biorefineries Limited (“the Company”) will be held on Monday, 18th September, 2023 at 11:30 a.m. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) including remote e-voting process to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements including audited consolidated financial statements of the Company for the Financial Year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon.**

To consider and if thought fit, to pass the following Resolution, as an **Ordinary Resolution**

“**RESOLVED THAT** the audited financial statements including audited consolidated financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

- 2. To appoint a Director in place of Mr. Bhalachandra Bakshi (DIN: 03538688) who retires by rotation, and being eligible, offers himself for re-appointment.**

To consider and if thought fit, to pass the following Resolution, as an **Ordinary Resolution**

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, if any (including any statutory modifications or re-enactment thereof) and the Articles of Association of the Company, Mr. Bhalachandra Bakshi (DIN: 03538688) who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation. “

- 3. To appoint a Director in place of Mr. Suhas Godage (DIN: 09227610), who retires by rotation, and being eligible, offers himself for re-appointment.**

To consider and if thought fit, to pass the following Resolution, as an **Ordinary Resolution**

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, if any (including any statutory modifications or re-enactment thereof) and the Articles of Association of the Company, Mr. Suhas Godage (DIN: 09227610) who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation. “

- 4. Re-appointment of the Statutory Auditors**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**

“**RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee, M/s Verma Mehta & Associates, Chartered Accountants, having Firm Registration No. 112118W be and are hereby reappointed as the Statutory Auditors of the Company for the second consecutive term of five years, from the conclusion of this 68th Annual General Meeting till the conclusion of the 73rd Annual General Meeting to be held in the year 2028 at such remuneration in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company, as may be mutually agreed between the Board of Directors and the Statutory Auditors of the Company.”

SPECIAL BUSINESS:

5. To approve terms of re-appointment and remuneration of Dr. Sangeeta Srivastava as a Whole time Director of the Company w.e.f. 1st August, 2023

To consider and if thought fit, pass the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ((including any amendment thereto or re-enactment thereof for the time being in force)and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and and subject to approval of Central Government, if necessary, based on the recommendation of Nomination and Remuneration Committee, the approval of the members of the Company be and is hereby accorded to approve the terms of re-appointment of Dr. Sangeeta Srivastava (DIN– 00480462) as a Whole time Director, Designated as Executive Director of the Company for another term of three years commencing from 1st August, 2023 to 31st July, 2026, liable to retire by rotation upon the terms and conditions set out in the statement annexed to the Notice convening this Meeting including remuneration as set out in this resolution, with liberty to the Board of Directors to revise, implement, alter and vary the terms and conditions of her appointment and remuneration including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by and between the Board and Dr. Sangeeta Srivastava.

- 1) Basic Salary : ₹ 3,98,160 p.m.
- 2) Special Allowance : ₹ 1,58,042 p.m.
- 3) Bonus : 20 % of Basic Salary
- 4) Commission : 0.3% of Net profit subject to a limit of 100% of the Basic Monthly Salary.
- 5) Perquisites :
 - i. HRA : ₹ 20,000 p.m.
 - ii. Food Allowance : ₹ 1,300 p. m.
 - iii. Medical Allowance : As per Company's rules
 - iv. Leave Travel Reimbursement: One month's basic pay per annum, subject to Income Tax Laws and Company's Rules.
 - v. Contribution to the Provident Fund at the rates applicable from time to time in the company
 - vi. Gratuity as per applicable law and the company's rules
 - vii. Provision of a car with a driver for official purposes, the expenditure of which will be borne by the Company.
 - viii. Encashment of Leave at the time of retirement/cessation of service, which will not be included in the computation of the ceiling on perquisites.

Provided that the remuneration aforesaid, including all perquisites, benefits, and amenities, shall be allowed as a minimum remuneration in any year in the event of absence or inadequacy of profits for that year.

RESOLVED FURTHER THAT Dr. Sangeeta Srivastava shall exercise such powers and perform such duties as may be delegated by the Board of Directors of the Company from time to time and shall have substantial powers of the management of the affairs of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.

RESOLVED FURTHER THAT approval of members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

6. Re-appointment of Prof. Lakshmi Kantam (DIN: 07831607) as an Independent Non Executive Director:

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149(10), 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 29th June, 2023, Prof. Lakshmi Kantam (DIN: 07831607), Independent Non-Executive Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from 26th September, 2023 till 25th September, 2028;

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

7. Continuation of Mr. Hemant Luthra as an Independent Director Beyond The Age of 75 Years

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) as amended by SEBI (LODR) (Amendment) Regulations, 2018, approval of members be and is hereby accorded in respect of continuation of tenure of Mr. Hemant Luthra (DIN 00231420), as a Non- Executive Independent Director, from the day he attains the age of 75 years i.e., 18th April, 2024 till the expiry of his current term on the same terms and conditions as already approved by the Members.”

8. Initial Public Offer Of Equity Shares Of The Company

To consider and if thought fit, pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with and subject to Sections 23, 28, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended (including any statutory modification(s) or re-enactment thereof, for the time being in force, collectively referred to as the “Companies Act”), the Securities Contracts Regulation Act, 1956 (“SCRA”), and the rules framed thereunder, each as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), and other applicable regulations and guidelines issued by the Securities and Exchange Board of India (“SEBI”), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non Debt Instruments) Rules, 2019, other applicable laws, rules and regulations, policies or guidelines including any foreign investment law, policy, notification, circular, clarification or guideline in India prescribed by the Government of India, the SEBI, or any other competent authority from time to time, (collectively referred to as the “Applicable Laws”), the provisions of the Memorandum and Articles of Association of the Company, the shareholders agreement dated February 27, 2015 entered into by the Company with inter alia Mandala Capital AG Limited (“Mandala”)(the “SHA”), consent of Mandala under the provisions of the SHA and Articles of Association to the extent applicable and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the equity shares of the Company are proposed to be listed (“Stock Exchanges”),and subject to the approval of relevant government, statutory and/or regulatory authorities, including the concerned ministries or departments of the Government of India (“GoI”), the SEBI, the Reserve Bank of India (“RBI”), the Registrar of Companies, Maharashtra at Mumbai (“Registrar of Companies”), the Stock Exchanges and such other approvals, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (“Board” which term shall include a duly authorised committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent, approval and authority of the members be and is hereby granted to create, offer, issue, and allot such number of equity shares of face value of ₹ 10 each (“Equity Shares”), comprising of a fresh issue of Equity Shares which may include a pre-IPO placement of up to ₹ 3700 million by the Company (“Fresh Issue”) and an offer for sale of Equity Shares by certain existing shareholders of the Company including Mandala Capital AG Limited (the “Selling

Shareholders”), (the “Offer for Sale” and together with the Fresh Issue, the “Offer”), (with an option to the Company to retain an over-subscription to the extent of 1% of the net offer size, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalising the basis of allotment) in terms of the SEBI ICDR Regulations at a price to be determined, by the Company, in consultation with the book running lead manager (“BRLM”) and the Selling Shareholders by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount or at par per Equity Share as may be permitted under Applicable Laws and as may be fixed and determined by the Board and Selling Shareholders, in consultation with the BRLM in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purposes of the resolutions below, “consultation” of a matter by the Board with Mandala Capital AG Limited (“Mandala”) shall mean the discussion of a matter by the Board with Mandala without any obligation on the Company to incorporate such discussions while taking any decision with respect to the said matter, save and except for any rights that Mandala may have with respect to such matter under the SHA.

RESOLVED FURTHER THAT in accordance with Applicable Laws, the Offer may include, without limitation, issuance and allotment of Equity Shares to a stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations and reservation of a certain number of Equity Shares to be issued to such person or persons, who may or may not be the members of the Company and as the Board may at its discretion decide in consultation with the BRLM and as may be permissible under Applicable Laws.

RESOLVED FURTHER THAT the Offer may be made to one or more of the members, foreign investors such as registered foreign portfolio investors, alternative investment funds, foreign venture capital investors, non-resident Indians, as well as state industrial development corporations, venture capital funds, insurance companies registered with the Insurance Regulatory and Development Authority of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, Ministry of Communications and Information Technology, India, scheduled commercial banks, provident funds, pension funds, national investment fund, trusts/societies registered under the Societies Registration Act, 1860, as amended, systemically important non-banking financial companies, development financial institutions and/or multilateral and bilateral development financial institutions, Hindu Undivided Families, mutual funds, employees and/or workers of the Company, in or out of India (through a reservation or otherwise), members of group companies, Indian public, bodies corporate, any other company/ companies, private or public or other body corporate(s) or entities whether incorporated or not, and such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/ or any other categories of investors as may be permitted under Applicable Laws, including anchor investors as defined under the SEBI ICDR Regulations, whether they be holders of Equity Shares or not, in a manner, and in one or more tranches in consultation with the BRLM and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer and on the terms and conditions as the Board may in its discretion, in consultation with the BRLM and the Selling Shareholders, decide including the price at which the Equity Shares are to be issued, at par or at premium or discount and for cash as determined by the book building process in accordance with the provisions of the SEBI ICDR Regulations or other considerations that the Board may, in consultation with the BRLM, and the Selling Shareholders deem fit.

RESOLVED FURTHER THAT the Equity Shares so allotted or transferred in the Offer (including pursuant to green shoe option) shall be subject to the Articles of Association of the Company and shall rank pari passu in all respects with existing Equity Shares of the Company including rights in respect of dividend after the date of allotment,

RESOLVED FURTHER THAT the Board either by itself or through a duly authorised committee thereof, may on behalf of the Company, subject to such regulatory and/or corporate approvals that may be required and terms of the SHA to the extent applicable undertake a pre-IPO placement of Equity Shares (“Pre-IPO Placement”) and to take any and all actions in connection with any Pre-IPO Placement, as the Board may think fit or proper in its absolute discretion including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution.

RESOLVED FURTHER THAT the Board is hereby authorized on behalf of the Company to make available for allocation, a portion of the Offer to any category(ies) of persons permitted under applicable law, including without limitation, eligible employees (the “Reservation”) and/or to subject to the consent of the Selling Shareholders provide a discount to the Offer Price to any category(ies) of persons permitted under applicable law, including without limitation, retail individual bidders and/

or eligible employees (the "Discount"); and to take any and all actions in connection with the Discount (subject to the consent of the Selling Shareholders) and the Reservation as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution.

RESOLVED FURTHER THAT subject to the Applicable Laws, the Equity Shares allotted or transferred pursuant to the Offer Shall be listed on one or more recognised Stock Exchanges in India.

RESOLVED FURTHER THAT subject to the Applicable Laws, the Board be and is hereby authorised to delegate all or any of the powers herein conferred in such manner as it may deem fit.

RESOLVED FURTHER THAT subject to the Applicable Laws, the Board and/or IPO Committee be and is hereby authorised to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the Offer, including without limitation, the following:

- (i) To appoint and enter into arrangements with the intermediaries to be appointed in relation to the Offer, including but not limited to the book running lead managers, legal and advisors to the Offer, escrow collection bank(s) to the Offer, registrars to the Offer, sponsor bank, refund bank(s) to the Offer, share escrow account, public offer account bank(s) to the Offer, advertising agencies, and any other agencies or persons or intermediaries to the Offer; and
- (ii) To make applications to seek clarifications and obtain approvals from, where necessary, the SEBI, the RBI, and any other governmental or statutory/regulatory authorities as may be required in connection with the Offer and accept and wherever necessary incorporate on behalf of the Board such conditions, amendments, alterations, corrections and/or modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required;
- (iii) To appoint and enter into arrangements in consultation with the Selling Shareholders (other than with respect to the Monitoring Agency) with the BRLM, underwriters to the Offer, syndicate members to the Offer, Monitoring agency, sponsor banks to the Offer, advisors to the Offer, escrow collection banks to the Offer, registrars to the Offer, refund banks to the Offer, public Offer account banks to the Offer, advertising agencies, legal counsel and any other agencies or persons or intermediaries (including any replacements thereof) to the Offer and to negotiate and finalise and amend the terms of their appointment, including but not limited to execution of the BRLM's mandate letter, negotiation, finalisation, execution of the agreements in relation to the Offer including offer agreement and, if required, the amendment of the offer agreement with the BRLM and the Selling Shareholders and the underwriting agreement with the underwriters;
- (iv) To negotiate, finalise, settle, execute and deliver or arrange the delivery of the draft red herring prospectus ("DRHP"), the red herring prospectus ("RHP"), the prospectus and the preliminary and final international wrap, offer agreement, registrar agreement, syndicate agreement, underwriting agreement, advertising agency agreement, cash escrow and sponsor bank agreement, Monitoring Agency agreement, share escrow agreement and all other documents, deeds, agreements, memorandum of understanding and any notices, supplements and corrigenda thereto, as may be required or desirable, and other instruments whatsoever with the registrar to the Offer, legal advisors, auditors, Stock Exchanges, BRLM, Selling Shareholders and any other agencies/intermediaries in connection with the Offer with the power to authorise one or more officers of the Company to negotiate, execute and deliver all or any of the afore stated documents;
- (v) To decide the pricing, the terms of the offer of the Equity Shares, all other related matters regarding the Pre-IPO Placement, if any, including the execution of the relevant documents with the investors, in consultation with the Selling Shareholders and the BRLM, and rounding off, if any, in the event of oversubscription and in accordance with Applicable Laws
- (vi) To decide in consultation with the Selling Shareholders and the BRLM on the size, timing, pricing, discount and all the terms and conditions of the Offer, including the price band (including revision or extension thereto), bid/Offer Period (including any revision or extension thereto), Offer price, and to accept any amendments, modifications, variations or alterations thereto, each in accordance with applicable law
- (vii) To decide on any reservation in connection with the Offer;

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- (viii) To finalise, settle, approve and adopt and file in consultation with the BRLM, the DRHP with the SEBI, RHP with the SEBI, the prospectus and the preliminary and final international wrap for the Offer together with any addenda, corrigenda or supplement thereto with the SEBI and Registrar of Companies and take all such actions as may be necessary for filing of these documents including incorporating such alterations/corrections/modifications as may be required by and to submit undertaking/certificates or provide clarifications to SEBI, the Registrar of Companies or any other relevant governmental and statutory authorities or in accordance with Applicable Laws;
- (ix) To seek, if required, the consent of the lenders of the Company and its subsidiaries, industry data providers, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in relation to the Offer or any actions connected therewith.
- (x) To open and operate bank account(s) of the Company in terms of the cash escrow and sponsor agreement, monitoring agency agreement and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (xi) To authorise and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;
- (xii) To approve code of conduct as may be considered necessary or as required under Applicable Laws for the Board, officers of the Company and other employees of the Company;
- (xiii) To authorise any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time in relation to the Offer;
- (xiv) To approve suitable policies in relation to the Offer as may be required under Applicable Laws;
- (xv) To approve any corporate governance requirement that may be considered necessary by the Board or as may be required under Applicable Laws, in connection with the Offer;
- (xvi) To authorise and approve notices, advertisements in relation to the Offer in consultation with relevant intermediaries appointed for the Offer;
- (xvii) To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013 or as may be required by the regulations issued by SEBI and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (xviii) To determine and finalise the bid opening and bid closing dates (including bid opening and closing dates for Anchor Investors), floor price/price band for the Offer, the Offer price for Anchor Investors, approve the basis for allocation/allotment and confirm allocation/allotment of the Equity Shares to various categories of persons as disclosed in the DRHP, the RHP and the prospectus, in consultation with the BRLM and Selling Shareholders;
- (xix) To issue receipts/allotment letters/confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on the Stock Exchanges, with power to authorise one or more officers of the Company to sign all or any of the aforesaid documents;
- (xx) To withdraw the DRHP or the RHP or not to proceed with the Offer at any stage, if considered necessary and expedient, in accordance with Applicable Laws in consultation with the BRLM and Selling Shareholders;
- (xx) To make applications for listing of Equity Shares on the Stock Exchanges and to execute and to deliver or arrange the delivery of necessary documentation to the Stock Exchanges and to take all such other actions as may be necessary in connection with obtaining such listing;
- (xxi) To do all such deeds and acts as may be required to dematerialise the Equity Shares and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with National Securities Depository Limited, Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, as may be required in this connection with power to authorise one or more officers of the Company to execute all or any of the aforesaid documents;

- (xxiii) To do all such acts, deeds, matters and things and execute all such other documents., as it may, in its absolute discretion, deem necessary or desirable for the Offer, in consultation with the BRLM and Selling Shareholders including without limitation, determining the anchor investor portion and allocation to Anchor Investors, finalising the basis of allocation and allotment of Equity Shares to the successful allottees and credit of Equity Shares to the demat accounts of the successful allottees in accordance with Applicable Laws;
- (xxiv) To settle all questions, difficulties or doubts that may arise in regard to the Offer, including such issues or allotment and matters incidental thereto as it may deem fit and to delegate such of its powers as may be deemed necessary and permissible under Applicable Laws to the officials of the Company;
- (xxv) To approve the expenditure in relation to the Offer with the consultation of the Selling Shareholders;
- (xxvi) To approve and adopt the relevant restated financial statements to be issued in connection with the Offer;
- (xxvii) To take such action, give such directions, as may be necessary or desirable as regards the Offer and to
Do all such acts, matters, deeds and things, including but not limited to the allotment of Equity Shares against the valid applications received in the Offer, as are in the best interests of the Company;
- (xxviii) To negotiate, finalise, settle, execute and deliver any and all other documents or instruments and doing or causing to be done any and all acts or things as the Board may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the Board shall be conclusive evidence of the authority of the Board in so doing;
- (xxix) To delegate any of the powers mentioned in (i) to (xxviii) to the following persons, namely Mr. Samir Somaiya, Chairman and Managing Director, Dr. Sangeeta Srivastava, Executive Director, and Mr. Hemant Luthra, Independent Director to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution;
- (xxx) To accept and appropriate the proceeds of the Fresh Issue in accordance with Applicable Laws.”
- (xxxi) To undertake any action as may be required in relation to the Offer.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Offer, the Board in consultation with Selling Shareholders be and is hereby authorised to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of the Equity Shares in the Offer and the utilisation of the Offer proceeds in accordance with the purposes specified in the Offer documents, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, to vary the size of the Offer, determine the class of investors to whom the securities are to be allotted, the number of securities to be allotted in each tranche, Offer price, premium amount on Offer, listing on one or more stock exchanges in India, appoint BRLM, appoint in consultation with the BRLM and Selling Shareholders other intermediaries such as legal counsels, banks or agencies concerned, enter into any agreements or other instruments for such purpose, remunerate all such intermediaries/agencies including the payments of commissions, brokerages, fees and the like, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may decide in its absolute discretion in the best interests of the Company and the Offer without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of funds as authorised herein, and that all or any of the powers conferred on the Board or a committee thereof vide this resolution may be exercised by the Board or such committee.

RESOLVED FURTHER THAT Mr. Bhalachandra B. Bakhi, Executive Director, Mr. Manoj Jain , Company Secretary & Compliance officer and Ms. Swarna Gunware, Company Secretary be severally authorised to file necessary forms with the Registrar of Companies and execute and sign all relevant documents including but not limited to consent letters, powers of attorney, certificates etc., as may be required in order to give effect to these resolutions and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things

done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT in relation to the Offer, any decision regarding the Offer may be made by the Company together with, or in consultation with, the BRLM as may be mutually agreed upon in terms of any agreement in connection with the Offer.

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company wherever required."

9. To ratify remuneration payable to the Cost Auditor of the Company.

To consider and if thought fit, pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to, M/s. B.J.D. Nanabhoy & Company, the Cost Accountants (Firm Registration No. 000011) appointed by the Board of Directors as Cost Auditors of the Company, on the recommendation of Audit Committee, to conduct the audit of the cost records maintained by of the Company for the Financial Year ending 31st March, 2024, amounting to ₹ 4,75,000 (Rupees Four Lakhs Seventy Five Thousand only) per annum, plus tax, as applicable and re-imbursment of out of pocket expenses incurred in connection with the aforesaid audit be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

10. To contribute to Charitable and other funds.

To consider and if thought fit, pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 181 and other applicable provisions, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 and all other rules, regulations, notifications and circulars issued (including any statutory modifications, clarifications, exemptions or re-enactments thereof, for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors (including any Committee thereof) to subscribe or contribute or otherwise to assist or to guarantee money to bonafide, charitable, social, benevolent, religious, scientific, sports, exhibition, national, public or any other Institutions, Universities, Societies, Trusts, objects or purposes or other funds; from time to time in any financial year for an amount not exceeding ₹ 2,25,00,000 (Rupees Two Crores Twenty Five Lakhs Only) notwithstanding that such contributions of the Company, in any financial year, may exceed limits prescribed under Section 181 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

11. To approve Acceptance of Deposits.

To consider and if thought fit, pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 73, 76 and other provisions of Chapter V of the Companies Act, 2013, read with Companies (Acceptance of Deposit) Rules, 2014, as may be amended from time to time and other applicable provision issued by the Central Government, and subject to such conditions, approvals, permissions, as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors of the Company to invite/ accept/renew fixed deposits from public and/or members of the company within limits prescribed in the Act subject to overall borrowing powers of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all

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necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

Registered Office:
Somaiya Bhavan,
45/47, M. G. Road,
Fort, Mumbai - 400 001

By Order of the Board of Directors

Samir S. Somaiya
Chairman & Managing Director
DIN - 00295458

Date: 29th June, 2023

Place: Mumbai

NOTES:

1. The statements pursuant to section 102(1) of the Companies Act, 2013, setting out all material facts relating to Special Business to be transacted at the meeting is annexed herewith and the same should be taken as part of this Notice.
2. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent.
3. We wish to bring it to member's notice that the Ministry of Corporate Affairs has directed every Company to facilitate dematerialisation of all its existing securities. It is allowed to hold the shares in physical form, but the shares will first need to be dematerialised in case members wish to transfer the same. Further any future offer by the Company by way of Rights Issue, Bonus etc cannot be allotted to members unless and until they have a Demat account and their existing securities are dematerialized. Dematerialization facility is available both on National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Company's ISIN No. is INE497S01012. In case of any queries in this regard, members may also contact our Registrar & Share Transfer Agent, Link Intime India Private Limited. In this regard the company had also sent a letter to the shareholders, holding physical shares of the Company, requesting to demat the shares.
4. As per the provisions of Section 72 of the Act, the facility for making nominations is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Link Intime in case the shares are held in physical form.
5. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
6. The information regarding the Director who is proposed to be appointed or re-appointed, as required to be provided under Secretarial Standard on General Meetings issued, is annexed hereto.
7. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and explanatory statement on the date of AGM in electronic mode can send an email to investors@somaiya.com
8. The Ministry of Corporate Affairs ("MCA") has vide its General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", General Circular no. 20/2020 dated May 5, 2020 and subsequent Circular issued in this regards, the latest being 10/2022 dated December 28, 2022 respectively in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

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9. The Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
10. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
11. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the Circulars issued by the Ministry of Corporate Affairs the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
14. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://godavaribiorefineries.com/our-company-investors>. The Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE ASUNDER:-

The remote e-voting period begins on 15th September, 2023 at 9:00 A.M. and ends on 17th September, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 11th September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 11th September, 2023.

How do I vote electronically using the NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDEAS ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID
	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID
	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company
	For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 - Now, you will have to click on “Login” button.
 - After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to tushar@tusharshri.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under the “e-Voting” tab in their login.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to rnt.helpdesk@linkintime.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to rnt.helpdesk@linkintime.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see a link of "VC/OAVM link" placed under the "Join General meeting" menu against the company name. You are requested to click on the VC/OAVM link placed under the Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
3. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
4. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@somaiya.com. The same will be replied by the company suitably by email.
5. Those shareholders who have registered themselves as a speaker by sending an email request investors@somaiya.com will only be allowed to express their views/ask questions during the meeting.

General Guidelines for shareholders

- i. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **11th September, 2023**.

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- ii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. **11th September, 2023** only shall be entitled to cast their vote either through remote e-voting or through Evoting at the AGM.
- iii. As per the MCA General Circular 20/2020 dated 5th May, 2020, the Annual Report will be sent through electronic mode to only those Members whose email IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository participant as on Benpos date i.e. **18th August, 2023** and no physical copy of the same would be dispatched.
- iv. Members are requested to inform of any change in their addresses immediately to: (i) Registrar & Transfer Agent (R & T Agents) in case of shares held in Physical Form or (ii) Depository Participants in case of shares held in Electronic Form
- v. Mr. Tushar Shridharani, Practicing Company Secretary has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the venue voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- vi. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Venue voting" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- vii. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- viii. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.godavaribiorefineries.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.
- ix. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agent at the following address: Link Intime India Pvt. Ltd., C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083. Email: mnt.helpdesk@linkintime.co.in / ganapati.haligouda@linkintime.co.in

Registered Office:
Somaiya Bhavan,
45/47, M. G. Road,
Fort, Mumbai - 400 001

By Order of the Board of Directors

Samir S. Somaiya
Chairman & Managing Director
DIN - 00295458

Date: 29th June, 2023

Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 11 of the accompanying Notice:

Item No. 5:

The Board of Directors, at their meeting held on 29th June, 2023 on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Dr. Sangeeta Srivastava as a Whole Time Director of the Company designated as Executive Director w.e.f. 1st August, 2023 for a further period of three years, along with managerial remuneration as set out in Resolution No. 5 of this Notice. The perquisites shall be evaluated as per the Income Tax Rules, wherever applicable, and in the absence of any such rules, the perquisites shall be evaluated at actual cost.

Dr. Sangeeta has been associated with the Company for more than 28 years. She has a Master in Sciences (Organic Chemistry) from Sagar University, India and a Masters in Philosophy from Jabalpur University, India. She also holds a doctorate in chemistry from Mumbai University, India.

Considering Dr. Sangeeta's qualifications, knowledge, and enriched experience, it would be beneficial for the Company to reappoint her as a Whole-time Director designated as an Executive Director of the Company. Dr. Sangeeta fulfilled the conditions specified in the Act and the Rules thereunder for her appointment.

Dr. Sangeeta holds 100 equity shares in the company. She is currently drawing a salary of ₹ 7,37,334/- per month (including allowances) plus commission & perquisites as per Company's policy.

Additional information as required to be provided pursuant to SS-2, in respect of Dr. Sangeeta Srivastava, is provided in the Annexure to this Notice, which forms part of the Explanatory Statement.

The appointment as well as the payment of remuneration were approved by the Board based on the nature of services provided by him, industry standards, and responsibilities handled by her as an Executive Director of the Company.

In order to comply with Section 197 of the Companies Act, 2013 read with Schedule V, the consent of members of the Company is sought by way of a Special Resolution for payment of remuneration to Dr. Sangeeta Srivastava as per the terms and conditions already approved, notwithstanding that such remuneration exceeds the limits prescribed under Schedule V.

The aggregate of salary and perquisites in any one financial year shall not exceed the limits prescribed under sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act. In the event of absence or inadequacy of profit during the period, Dr. Sangeeta Srivastava shall be paid the above remuneration as minimum remuneration.

The Board considers that appointing Dr. Sangeeta Srivastava as a Whole-time Director designated as an Executive Director would be of immense benefit to the Company in view of her vast experience and expertise. The Board recommends the Special Resolution for Item No. 5 of the Notice for approval by the members.

None of the other Directors or Key Managerial Personnel (KMP) or their relatives except Mr. Sangeeta Srivastava have any concern or interest, financial or otherwise, in the proposed resolution.

The statement as required under Clause (iv) Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the item no. 5 is as follows:

I. General Information:

(1) Nature of Industry:

Manufacturing of ethanol, ethanol-based chemicals, bio-based chemicals, specialty chemicals, sugar, rectified spirits, other grades of alcohol and power.

(2) Date or expected date of commencement of commercial production:

Existing Company, hence already commenced business.

(3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Existing Company, not applicable

(4) **Financial performance based on given indicators:**

₹ in Lakhs

Particulars	2022-2023	2021-2022
Revenue from operations	2,00,028	1,69,080
Profit / (Loss) before Depreciation, Interest and Tax	14,556	13,665
Finance costs	7,253	6,003
Profit / (Loss) after Interest but before Depreciation and Tax	7,303	7,662
Depreciation & Amortization	4,958	4,750
Profit / (Loss) Before Tax	2,345	2,912
Taxes (Income)/Expense	1,145	1,279
Profit / (Loss) After Tax (before Other Comprehensive Income)	1,200	1,633

(5) **Foreign Investment of Collaborators, if any:**

The Company has received investment in its equity share capital from Mandala Capital AG Limited.

II. **Information about the Appointee: The information with respect to Dr. Sangeeta Srivastava is given in Item no. 5 of the explanatory statement.**

III. **Other Information:**

1. **Reasons for inadequate profits:**

Due to had a long term acetic acid contract, high coal cost and the global slow down in international prices has resulted in lower margins.

2. **Steps taken or proposed to be taken for improvement:**

The Company has installed the new boiler and turbine for chemical business which will enhance the profitability of chemicals products. Further, coal cost has come down, which will further add to the competitiveness of chemical products. The Company has expanded the sugarcane capacity from 15000 MT per day to 18000 MT per day and RS capacity from 400 to 600 KLPD to manufacture ethanol. This will help the Company to improve the margin viz-a-viz contribute more towards ethanol blending programme introduced by Government of India where ethanol margins are higher.

In view of the excess sugar production in the country and possibility of carrying high sugar inventory and preferential price announced by OMC's for ethanol based on B Heavy molasses and sugar cane juice/ syrup the company has decided to convert part of sugar in the form of B Heavy molasses and sugar cane juice/ syrup into ethanol. Apart from reducing net sugar production, it also helped in improving the cash flows due to higher sugar sales 'Release Orders' and immediate ethanol sales based on sugar diverted for ethanol. This policy has helped the Company to convert sugar into ethanol and reduce its sugar inventory. This policy would also help us in reducing the sugar turnover as and thus reduce the risks attached to the volatile sugar market.

3. **Expected increase in productivity and profits in measurable terms:**

The Company added the capacity for the specialty chemicals which will further enhance the profitability of the Company. The Company has implemented an Ethanol expansion project, which will help the Company in further reducing the Sugar inventory during the next year. This investment apart from improving the cash flow and reducing the working capital utilization would help us in providing stable revenue flow from sale of ethanol and reduce Company's exposure to the sugar market. The Company has evolved strategies to improve sugar sales realization per unit by ensuring acceptability of Company's sugar quality in different market segments including institutional customers, whole-sale trade and retail trade. The Company is planning to consolidate its position in these market segments by undertaking further marketing initiatives.

IV. **Disclosures: The disclosures in the Directors' report under the heading "Corporate Governance Report" of the Company are not required as mentioned in Clause (iv) Section II, Part II of the Schedule V of the Companies Act, 2013.**

The Explanatory Statement along with the notice is and shall be deemed to be an abstract of the terms and memorandum of interest under section 190 of the Companies Act, 2013.

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Item No. 6:

Prof. Lakshmi Kantam was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years till 25th September, 2023. Since, Prof. Lakshmi Kantam will complete her initial term as an Independent Director of the Company, she is eligible for re-appointment for one more term.

The Board of Directors of the Company, at its meeting held on 29th June, 2023 and on the recommendation of the Nomination & Remuneration Committee, on the basis of the report of performance evaluation of Independent Directors, has re-appointed Prof. Lakshmi Kantam pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013, as an Independent Non Executive Director of the Company for second term of five consecutive years commencing from 26th September, 2023 till 25th September, 2028.

The Company has received a Declaration of Independence under Section 149(7) of the Companies Act, 2013. In the opinion of the Board, Prof. Lakshmi Kantam fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Prof. Lakshmi Kantam as an Independent Non Executive Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company from 10 a.m. to 1 p.m. on working days except Saturdays, Sundays and other public holidays upto the date of Annual General Meeting (AGM).

Prof. Lakshmi Kantam (aged 68) is an Indian scientist. She is the Distinguished Professor of Green Chemistry and Sustainability Engineering J. C. Bose National Fellow (SERB-DST), Department of Chemical Engineering, Institute of Chemical Technology and former Director of CSIR-IIT. She has obtained her PhD degree from Kurukshetra University, Kurukshetra. Her area of Specialization lies in Catalysis, Materials & Process Chemistry. She has done various research projects and received various awards. She is a member of the Board of Directors as well as a member of advisory committees for various companies including listed entities

Prof. Lakshmi Kantam is Chairperson of the Corporate Social Responsibility Committee and Member of the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, and Risk Management Committee of the Board of Directors of the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail his guidance and expertise.

Prof. Lakshmi Kantam does not hold, by herself or for any other person on a beneficial basis, any shares in the Company.

Accordingly, the Board recommends the resolution for the re-appointment of Prof. Lakshmi Kantam as an Independent Non Executive Director, for the approval of the shareholders of the Company. She is not in a pecuniary relationship, directly or indirectly, with the company, or with the managerial personnel. Requisite consent, pursuant to Section 152 of the Act, has been filed by Prof. Lakshmi Kantam to act as Director, if appointed. Except Prof. Lakshmi Kantam, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution except to the extent they are members of the Company. The Board recommends passing of the resolution as a Special resolution as set out at item no. 6 of the Notice

Item No. 7:

Mr. Hemant Luthra was appointed as an Independent Director for a period of five years, with effect from October 30, 2020 till October 29, 2025. At the time of appointment, Mr. Luthra's age was 71 years. Now that the Company is considering fund raising options through an IPO and consequently listing the Equity Shares on certain stock exchanges in India subject to approval of members, SEBI (LODR) Regulations, 2015 will be applicable to the Company wherein it has stated that reappointment/ continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution.

Further, additional information as required to be provided pursuant to the SS-2, in respect of Mr. Hemant Luthra, is provided in the Annexure to this Notice and also forms part of the Explanatory Statement.

Hence, this Special Resolution is placed before the shareholders for approval. No Director, Key Managerial Personnel or their relatives except Mr. Hemant Luthra to whom the resolution relates, is interested in or concerned in the resolution. Your Directors recommend the resolution for approval of the members.

Item No. 8:

The Company intends to list its equity shares bearing a face value of ₹ 10 each ("Equity Shares") on one or more stock exchanges to enable the shareholders to have a formal market place for dealing with the Company's Equity Shares. For this purpose, it is intended to undertake an initial public offering, including a pre-IPO of the Equity Shares of the Company ("Offer"). The Company intends to

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undertake the Offer and list the Equity Shares at an opportune time in consultation with the selling shareholders and the book running lead manager ("BRLM") and other advisors in relation to the Offer and subject to applicable regulatory approvals.

With respect to the Offer, the Company in consultation with BRLM will be required to file a draft red herring prospectus (the "DRHP") with the Securities and Exchange Board of India (the "SEBI"), and subsequently file a red herring prospectus (the "RHP") and the prospectus (the "Prospectus", and together with the DRHP and the RHP, the "Offer Documents"), in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the "Companies Act") and other applicable laws.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended (the "Companies Act"), the approval of the members of the Company is required through a special resolution.

The Company proposes to create, offer, issue and allot such number of Equity Shares, comprising of a fresh issue of Equity Shares which may include a pre-ipo placement up to ₹ 3700 million by the Company ("Fresh Issue") and an offer for sale of Equity Shares by certain selling shareholders of the Company including Mandala Capital AG Limited (the "Selling Shareholders") ("Offered Shares") (the "Offer for Sale" and together with the Fresh Issue, the "Offer"), on such terms, in such manner, at such time and at such price or prices and as may be determined, by the Company, in consultation with the book running lead manager and the selling shareholders, in accordance with applicable laws, including without limitation the SEBI ICDR Regulations to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, registered foreign portfolio investors and/ or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws (the "Offer"). Further, the Board may also invite the existing shareholders of the Company to participate in such an offering by making an offer for sale in relation to such number of Equity Shares held by them, and which are eligible for offer for sale in accordance with the SEBI ICDR Regulations, as the Board may determine. The Equity Shares allotted shall rank in all respects pari -passu with the existing Equity Shares of the Company.

The proceeds from the Fresh Issue will be utilised for the purposes that shall be disclosed in the draft red herring prospectus to be filed with the Securities and Exchange Board of India in connection with the offer. The Board has the authority to modify the objects on the basis of the requirements of the Company, subject to applicable law. The price at which the Equity Shares will be allotted through the Offer, as well as the price band within which bidders in the Offer will be able to put in bids for the Equity Shares offered in the Offer shall be determined and finalised by the Company in consultation with the Selling Shareholders and BRLM to the Offer in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

Pursuant to the Offer, the Company will not make an issue of Equity Shares to any of the promoters, or members of the promoter group of the Company. However, except for the directors (who are promoters or part of the promoter group), directors or key managerial personnel of the Company may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations, the Companies Act, and any other applicable laws, rules and regulations.

Other than through their participation in the Offer as mentioned above, none of the directors and key managerial personnel of the Company and their relatives (as defined in the Companies Act) are concerned or interested in the proposed resolution.

No change in control of the Company or its management of its business is intended or expected pursuant to the Offer.

The Board recommends the resolution as set out in Item No. 8 to be passed by the members of the Company as a Special Resolution. Accordingly, approval of the members of the Company is sought to issue Equity Shares under Section 62(1)(c) and other applicable provisions of the Companies Act.

Item No. 9:

The Board on the recommendation of the Audit Committee had appointed M/s. B.J.D. Nanabhoy & Company, Cost Accountants (Firm Registration. No.000011) as the Cost Auditors to conduct the audit of the cost records of the Company relating to sugar and industrial alcohol, electricity, and chemicals pursuant to Section 148 read with Rule 3 and 4 of Companies (Cost Records and Audit) Rules, 2014 and Companies (Cost Records and Audit) Amendment Rules, 2014 for the financial year ending March 31, 2024 at a remuneration of ₹ 4,75,000 (Rupees Four Lakhs Seventy Five Thousand only) per annum, plus applicable taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

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Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

Item No.10:

As per provisions of Section 181 of the Companies Act, 2013 prior permission of the Company, in general meeting, is required to contribute to bonafide charitable and other funds, if the aggregate amounts, in any financial year exceeds five percent of the Company's average profits for three immediately preceding financial years. The Board of Directors consider that the consent of the members of the Company should be obtained to contribute the sum not exceeding ₹ 2,25,00,000 (Rupees Two Crore Twenty Five Lakhs only) to charitable institutions, society, and funds in a financial year.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 10 of the accompanying Notice for the approval of the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution except Mr. Samir Somaiya and his relatives in respect of contributions to the organizations, if any, wherein he is a trustee or otherwise associated with such organizations in any other manner.

Item No. 11:

The special business relates to seeking members' approval for the acceptance / renewal of unsecured deposits. Section 76 read with the Companies (Acceptance of Deposits) Rules, 2014 of Companies Act, 2013 prescribes that approval of members by way of special resolution is required to accept or renew the said deposits by your Company and thus your approval is sought for accepting the deposits from the public.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 11 of the accompanying Notice for the approval of the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 11 of the Notice, except to the extent of investment of them or their relatives in the fixed deposit of the Company. Directors, Key Managerial Personnel and their relatives are eligible to the benefits of the scheme on the same terms and the same rates as are applicable to the members and the public.

Registered Office:
Somaiya Bhavan,
45/47, M. G. Road,
Fort, Mumbai - 400 001

By Order of the Board of Directors

Samir S. Somaiya
Chairman & Managing Director
DIN - 00295458

Date: 29th June, 2023
Place: Mumbai

Disclosures pursuant to Secretarial Standards on General Meetings (SS-2) in respect of Director seeking appointment / re-appointment at the Annual General Meeting is furnished below:

Particulars	Dr. Sangeeta Srivastava	Mr. Suhas Godage	Mr. Bhalachandra R. Bakshi	Mr. Hemant Luthra	Prof. Mannepalli Lakshmi Kantam
Date of Birth	15/02/1966	20/01/1971	06/03/1959	18/04/1949	04/03/1955
DIN	00480462	09227610	03538688	00231420	07831607
Date of first Appointment on the Board	01/08/2020	08/09/2021	01/06/2018	27/09/2019	28/11/2017
Qualifications	Phd. in Chemistry from Mumbai University India. M.Phil from Jabalpur University India M.Sc. in Organic chemistry from Sagar University, India	Bachelors' degree of science from University of Pune Masters degree of business administration in marketing management from Yashwantrao Chavan Maharashtra Open University, Nashik Post graduate diploma programme in industrial fermentation & alcohol technology from Vasantdada Sugar Institute	Graduate in Agriculture Science from University of Agriculture Sciences Dharwad, Karnataka.	Indian Institute of Technology, Delhi and Harvard Business School's Advanced Management Program	Ph.D. In Chemistry from Kurukshetra University, Kurukshetra.
Expertise in specific functional areas	Sucrose and Ethanol chemistry. Sugar cane based Biorefinery, more specifically converting by-products in to valuable chemicals such as molasses to bioplastics and bagasse to cellulose polymer.	He has vast knowledge in material management, quality control, manpower planning, raw materials, and process analysis and has more than 25 years of experience in the chemicals industry /Distillery.	Fertilizers, Sugar, Ethanol and Power industry	Advisory services in Financial Sector	Her area of Specialization lies in Catalysis, Materials & Process Chemistry.

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	Immobilisation of Enzymes and its application in the sucrose industry. Organic synthesis. Cancer Biology.				
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Genesis Labs Limited	-	Solar Magic Private Limited	-	Indo Amines Limited Vinati Organics Limited Parsol Chemicals Limited
Terms and conditions of appointment or re- appointment	As provided in the resolution	As provided in the resolution	As provided in the resolution	As provided in the resolution	As provided in the resolution
Remuneration last drawn	CTC ₹ 88.48 Lakhs per annum	CTC ₹ 44.44 Lakhs per annum	CTC ₹ 63.24 Lakhs per annum	NA	NA
Memberships / Chairmanships of committees of other public companies	-	-	-	NA	Vinati Organics Limited Chairmanship: i) CSR Committee ii) Nomination and Remuneration Committee Parsol Chemicals Limited Chairmanship: i) CSR Committee
No. of shares held in the Company	100	-	60	NA	NA
Inter-se relationship with other directors/ Key Managerial Personnel	No Director is related to any other Director or Key Managerial Personnel in terms of the definition of "relative" given under the Companies Act, 2013				
No. of Board meetings attended during 2022-23	4/4	4/4	4/4	4/4	4/4

Route Map: Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.